

Notice of Special Resolution to Amend the By-Laws of the Society at the Society's Annual General Meeting of Members, September 25, 2025

Resolved that the By-Laws of the Society Be Amended as follows

First, by replacing the entirety of the current Paragraph 3 of the By-Laws under the heading "**MEMBERSHIP**" with the following text.

3(a) A person is admitted as a member of CPAWS - Southern Alberta by making a donation to CPAWS - Southern Alberta.

3(b) Having made a donation under clause 3(a), a person continues to be a member in good standing for the ensuing 18 months.

3(c) A membership in CPAWS - Southern Alberta is not transferable.

3(d) A member may withdraw from CPAWS - Southern Alberta by tendering their resignation in writing to the Office of CPAWS - Southern Alberta.

3(e) The Board of Directors may expel a member from CPAWS - Southern Alberta for any cause which the Board of Directors deems reasonable.

Second, by replacing the entirety of clause 4(f) with the following:

4(f) The Chair of the Board of CPAWS - Southern Alberta shall act as chairperson at all meetings of members, but if they are absent or refuse to act as chairperson, the members in attendance shall elect some other member in attendance at the meeting to act as chairperson of the meeting.

Third, by replacing the entirety of clause 5(h) with the following:

5(h) Each director shall be a member of CPAWS - Southern Alberta at the time of their election or appointment and throughout their term of office. A director not elected for an expressly stated term ceases to hold office at the close of the first annual meeting of members following their election.

Fourth, by replacing the entirety of clause 5(i) with the following:

5(i) Every director and officer shall be deemed to have assumed office on the express understanding and agreement and condition that every director and officer and their, executors, and administrators and estate and effects respectively, from time to time and at all times shall be indemnified and saved harmless out of the funds of CPAWS - Southern Alberta from and against all costs, charges, and expenses whatsoever which such director or officer sustains or incurs in or about any actions, suits or proceedings which are brought, commenced, or prosecuted against them for or in respect of any

act, deed, matter or thing whatsoever made, done or permitted by them or by any other director, officer or member in or about the execution of the duties of their office, and also from and against all costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by their willful neglect or default.

Fifth, by inserting the following new heading and paragraph 5A after the text of clause 5(n)

ELECTRONIC MEETINGS

5A(a) "electronic means", in respect of attending or holding a meeting, indicates a method of electronic or telephonic communication that enables all persons attending the meeting to hear and communicate with each other instantaneously, including, without limitation, teleconferencing and computer network-based or internet-based communication platforms

5A(b) "hybrid format" means a meeting convened in a form that allows participation by an individual either in person or by electronic means.

5A(c) a person entitled to attend a meeting of the society or of its board of directors may attend the meeting by electronic means,

5A(d) a meeting of the society or of its board of directors may be held entirely by electronic means or in a hybrid format,

5A(e) a person attending a meeting by electronic means who is entitled to vote at the meeting may vote by any electronic, telephonic or other method that the society has made available for that purpose, and

5A(f) a person attending a meeting by electronic means is deemed for the purposes of these by-laws to be present in person at the meeting.

Sixth, by replacing the entirety of clause 6(a) with the following:

6(a) The officers of CPAWS-Southern Alberta shall consist of the Chair, Vice-Chair Treasurer, Secretary and Executive Director.

Seventh, by replacing the entirety of clauses 7(a), 7(b) and 7(c) under the heading "**DUTIES OF OFFICERS**" with the following:

7(a) It shall be the duty of the Chair to preside at members' meetings of CPAWS - Southern Alberta, to preserve order, and to see that the by-laws are strictly enforced. The Chair shall be ex officio a member of all committees.

7(b) It shall be the duty of the Treasurer to review monthly bank statements and quarterly CPAWS - Southern Alberta financial reports, act as a signing officer for bank accounts, and act as an authority for the Canada Revenue Agency account. The Treasurer chairs the Finance Committee, keeps accurate minutes of Committee meetings, and reports to the Board of Directors. In case of the absence of the Treasurer, their duties shall be discharged by such officer or board member as may be appointed by the Board of Directors.

7(c) It shall be the duty of the Secretary to attend all meetings of CPAWS - Southern Alberta and the Board of Directors, and to keep accurate minutes of the same. In case of the absence of the Secretary, their duties shall be discharged by such officer or board member or person as may be appointed by the Board of Directors.

7(d) The Executive Director shall manage the day-to-day affairs of CPAWS - Southern Alberta as directed by the policies, rules and resolutions of the Board of Directors and generally to discharge such duties as may be required of them in their capacity as Executive Director. They shall be an ex officio member of all committees. The Executive Director shall be responsible for all paid staff. In the absence of the Executive Director, the Board of Directors may assign such duties to other officers, board members or staff of CPAWS-Southern Alberta as it sees fit.

Eighth, by replacing the entirety of clause 9(c) with the following:

The Board of Directors shall determine the remuneration of the auditors appointed by the members at the Annual General Meeting.

Moved by: tbd

Seconded by: tbd